

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

1. Name and Address of Reporting Person* <u>Khosla Ventures Seed C, L.P.</u>	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
(Last) (First) (Middle) <u>2128 SAND HILL ROAD</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2022</u>	
(Street) <u>MENLO PARK CA 94025</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/26/2022		C ⁽¹⁾⁽²⁾		1,434,995	A	(1)	1,434,995	I	See footnote ⁽³⁾
Class A Common Stock	12/26/2022		J ⁽⁴⁾		1,434,995	D	\$0.00	0	I	See footnote ⁽³⁾
Class A Common Stock	12/26/2022		C ⁽¹⁾⁽⁵⁾		467,837	A	(1)	467,837	I	See footnote ⁽⁶⁾
Class A Common Stock	12/26/2022		J ⁽⁷⁾		467,837	D	\$0.00	0	I	See footnote ⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	12/26/2022		C ⁽¹⁾⁽²⁾			1,434,995	(1)	(1)	Class A Common Stock	1,434,995	\$0.00 ⁽¹⁾	8,788,186	I	See footnote ⁽³⁾
Class B Common Stock	(1)	12/26/2022		C ⁽¹⁾⁽⁶⁾			467,837	(1)	(1)	Class A Common Stock	467,837	\$0.00 ⁽¹⁾	3,134,510	I	See footnote ⁽⁶⁾

1. Name and Address of Reporting Person* <u>Khosla Ventures Seed C, L.P.</u>
(Last) (First) (Middle) <u>2128 SAND HILL ROAD</u>
(Street) <u>MENLO PARK CA 94025</u>
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Khosla Ventures Seed Associates C, LLC</u>
(Last) (First) (Middle) <u>2128 SAND HILL ROAD</u>
(Street) <u>MENLO PARK CA 94025</u>
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Khosla Ventures V, L.P.</u>
(Last) (First) (Middle)

2128 SAND HILL ROAD		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Khosla Ventures Associates V, LLC		
<hr/>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
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(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
VK Services, LLC		
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(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
<hr/>		
(Street)		
MENLO PARK	CA	94025
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
KHOSLA VINOD		
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(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
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(Street)		
MENLO PARK	CA	94025
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(City)	(State)	(Zip)

Explanation of Responses:

1. Each share of the Issuer's Class B Common Stock is convertible into one share of the Issuer's Class A Common Stock at any time and will convert automatically upon certain transfers and upon the earlier of (i) ten years from the date of the closing of the Issuer's initial public offering (the "IPO"), (ii) the death or disability of Sytse Sijbrandij, the chief executive officer of the Issuer, (iii) the first date following the completion of the IPO on which the number of shares of outstanding Class B Common Stock (including shares of Class B Common Stock subject to outstanding stock options) is less than 5% of the aggregate number of shares of the Issuer's common stock then outstanding, and (iv) the date specified by a vote of the holders of two-thirds of the then outstanding shares of Class B Common Stock.
2. On December 26, 2022, Khosla Ventures Seed C, L.P. ("KV Seed C") converted 1,434,995 shares of the Issuer's Class B Common Stock into 1,434,995 shares of the Issuer's Class A Common Stock.
3. Consists of securities held of record by KV Seed C, of which Khosla Ventures Seed Associates C, LLC ("KVA Seed C") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the sole manager of KVA Seed C. Each of KVA Seed C, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed C, and each of KVA Seed C, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed C. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
4. On December 26, 2022, 1,434,995 shares of Class A Common Stock held by KV Seed C were distributed to the limited partners and general partners of KV Seed C in a pro rata distribution for no consideration. Of such distributed shares, 388,183 shares of Class A Common Stock were received by KVA Seed C. All 388,183 of the shares of Class A Common Stock distributed to KVA Seed C were subsequently distributed to VK Services.
5. On December 26, 2022, Khosla Ventures V, L.P. ("KV V") converted 467,837 shares of the Issuer's Class B Common Stock into 467,837 shares of the Issuer's Class A Common Stock.
6. Consists of securities held of record by KV V, of which Khosla Ventures Associates V, LLC ("KVA V") is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA V. Each of KVA V, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV V, and each of KVA V, VK Services, and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV V. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
7. On December 26, 2022, 467,837 shares of Class A Common Stock held by KV V were distributed to the limited partners and general partners of KV V in a pro rata distribution for no consideration. Of such distributed shares, 174,900 shares of Class A Common Stock were received by KVA V. Of such shares, 115,049 shares of Class A Common Stock were received by VK Services. As a result of those distributions made by KVA Seed C and KVA V to VK Services on December 26, 2022 and those distributions previously made by each of KVA Seed C and KVA V to VK Services, VK Services is now the record owner of 1,660,646 shares of Common Stock.

Remarks:

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity as
Manager of Khosla Ventures
Seed Associates C, LLC, in its
capacity as general partner of
Khosla Ventures Seed C, L.P.

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity as
Manager of Khosla Ventures
Seed Associates C, LLC

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity as
Manager of Khosla Ventures

12/28/2022

12/28/2022

12/28/2022

Associates V, LLC, in its
capacity as general partner of
Khosla Ventures V, L.P.
/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity as
Manager of Khosla Ventures
Associates V, LLC 12/28/2022

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC 12/28/2022

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla 12/28/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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